

Execution Copy

FIRST AMENDMENT TO PURCHASE AND SALE AGREEMENT

This FIRST AMENDMENT TO PURCHASE AND SALE AGREEMENT (this “**Amendment**”), dated as of October 28, 2023, by and between CORE SCIENTIFIC OPERATING COMPANY, a Delaware corporation (f/k/a Core Scientific, Inc.) (“**Seller**”), and CELSIUS MINING LLC, a Delaware limited liability company (“**Purchaser**” and, together with Seller, the “**Parties**”).

WITNESSETH:

WHEREAS, Purchaser and Seller are party to that certain Purchase and Sale Agreement, dated as of September 14, 2023 (the “**PSA**”); and

WHEREAS, Purchaser and Seller desire to amend the PSA on the terms set forth herein.

NOW, THEREFORE, in consideration of the covenants contained herein and other good and valuable consideration, the receipt and adequacy of which are hereby mutually acknowledged, the Parties agree as follows:

1. Capitalized Terms. Capitalized terms used in this Amendment and not defined herein shall have the meaning ascribed to such terms in the PSA.
2. Amendment of the PSA. The PSA is hereby amended as follows:
 - a. Exhibit A attached to the PSA is hereby deleted and replaced in its entirety with Exhibit A attached hereto.
 - b. Exhibit A attached to the form of the Deed attached as Exhibit E to the PSA is hereby deleted and replaced in its entirety with Exhibit A attached hereto.
3. Closing Date. The Parties agree that the Closing shall be scheduled to occur by 5:00 PM New York Time on Tuesday, October 31, 2023.
4. Binding Effect; Successors and Assigns. The provisions of the PSA, as amended by this Amendment, shall be binding upon and inure to the benefit of the Parties and their respective successors and permitted assigns.
5. No Modification. Except as modified by this Amendment, all of the terms, covenants, conditions and provisions of the PSA shall remain and continue unmodified, in full force and effect.
6. Amendments. This Amendment may not be changed or terminated orally, but only by an agreement in writing signed by the Party against whom enforcement of any change or termination is sought.

7. Conflicts. In the event of a conflict or inconsistency between this Amendment and the PSA, the terms hereof shall supersede and govern.

8. Severability. The provisions of this Amendment are severable, and if any one clause or provision hereof or part thereof shall be held invalid or unenforceable in whole or in part, then such invalidity or unenforceability shall affect only such clause or provision, or part thereof, and not any other clause or provision of this Amendment.

9. Headings. The headings of the sections and paragraphs of this Amendment are inserted for convenience only and shall not be deemed to constitute part of this Amendment or to affect the construction hereof.

10. Counterparts. This Amendment may be executed and delivered (including by portable document format (PDF)) in one or more counterparts, each of which, when executed, shall be deemed to be an original, and all of which taken together shall constitute one and the same agreement, with the same effect as if the signatures thereto and hereto were upon the same instrument.

11. Governing Law. This Amendment shall be governed by, and construed in accordance with, the laws of the State of Texas.

[THE REMAINDER OF THIS PAGE IS LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, this Amendment has been duly executed by the parties hereto as of the day and year first above written.

SELLER:

**CORE SCIENTIFIC OPERATING
COMPANY**, a Delaware corporation (f/k/a
Core Scientific, Inc.)



By: _____

Name: Todd DuChene

Its: Chief Legal Officer

[Signatures continue on the following page]

[Signature Page to First Amendment to Purchase and Sale Agreement]

PURCHASER:

CELSIUS MINING LLC, a Delaware
limited liability company

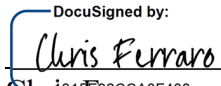
By: 
Name: Chris Ferraro
Its: Authorized Signatory

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

TRACT ONE:

Being the surface only of a 43.41 acre, more or less, tract of land out of Section 229, Block 34, H & TC RR CO. Survey, A292, Ward County, Texas, more particularly described by metes and bounds as follows:

BEGINNING at a 1/2" capped iron rod stamped "TRANSGLOBAL SERVICES" set for the Southeast corner of said 43.41 acre tract, from said corner a 1/2" capped iron rod found for the Southeast corner of said Section 229 bears S 07° 25' 59" W, a distance of 2359.13 feet (TIE). Said set 1/2" capped iron rod stamped "TRANSGLOBAL SERVICES" being called THE POINT OF BEGINNING and having a Texas Coordinate System of 1983, Central Zone (4203), State Plane Coordinate of N: 10528546.63, E: 1326591.79 feet, for reference.

THENCE N 59° 29' 33" W, a distance of 567.34 feet to a 1/2" capped iron rod stamped "TRANSGLOBAL SERVICES" set for the Southwest corner of said 43.41 acre tract from which a found 1" iron rod bears S 42° 12' 20" W, a distance of 1840.32 feet (TIE).

THENCE N 42° 42' 20" E, a distance of 3483.15 feet to a 1/2" capped iron rod stamped "TRANSGLOBAL SERVICES" set for the Northwest corner of said 43.41 acre tract, from which a found 60D nail bears S 30° 18' 49" E, a distance of 70.14 feet (TIE).

THENCE S 47° 19' 55" E, a distance of 550.09 feet to a 1/2" capped iron rod stamped "TRANSGLOBAL SERVICES" set for the Northeast corner of said 43.41 acre tract, from which a monument found for the Northeast corner of said Section 229 bears S 47° 19' 55" E, a distance of 1443.13 feet (TIE).

THENCE S 42° 37' 48" W, a distance of 3363.64 feet to the POINT OF BEGINNING, containing 43.41 acres or 1,890,906 square feet of land, more or less.

TRACT TWO:

Being the surface only of a 42.46 acre, more or less, tract of land out of Section 229, Block 34, H & TC RR CO. Survey, A292, Ward County, Texas, more particularly described by metes and bounds as follows:

BEING A 42.46 ACRE TRACT OF LAND SITUATED IN SECTION 229, BLOCK 34, H. & T.C. RR. CO. SURVEY, ABSTRACT NO. 292, WARD COUNTY, TEXAS, AND BEING PART OF A TRACT OF LAND CONVEYED TO THERESA WALKER & BOBIE AVARY, AS RECORDED IN VOLUME 511, PAGE 348, OFFICIAL PUBLIC RECORDS, WARD COUNTY, TEXAS. SAID 42.46 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT A 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" SET FOR THE SOUTHEAST CORNER OF SAID 42.46 ACRE TRACT, FROM SAID CORNER A 1/2" CAPPED IRON ROD FOUND FOR THE SOUTHEAST CORNER OF SAID SECTION 229 BEARS S 21°04'28" E, A DISTANCE OF 2233.72 FEET (TIE). SAID SET 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" BEING CALLED THE POINT OF BEGINNING AND HAVING A TEXAS COORDINATE SYSTEM OF 1983, CENTRAL ZONE (4203), STATE PLANE COORDINATE OF N: 10528255.94, E: 1327085.14 FEET, FOR REFERENCE.

THENCE N 59°29'33" W, A DISTANCE OF 572.62 FEET TO A 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" SET FOR THE SOUTHWEST CORNER OF SAID 42.46 ACRE TRACT FROM WHICH A FOUND 1" IRON ROD BEARS S 58°30'06" W, A DISTANCE OF 2037.12 FEET (TIE);

THENCE N 42°37'48" E, A DISTANCE OF 3363.64 FEET TO A 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" SET FOR THE NORTHWEST CORNER OF SAID 42.46 ACRE TRACT, FROM WHICH A FOUND 60D NAIL BEARS N 49°45'55" W, A DISTANCE OF 483.46 FEET (TIE);

THENCE S 47°19'55" E, A DISTANCE OF 564.14 FEET TO A 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" SET FOR THE NORTHEAST CORNER OF SAID 42.46 ACRE TRACT, FROM WHICH A MONUMENT FOUND FOR THE NORTHEAST CORNER OF SAID SECTION 229 BEARS S 47°19'55" E, A DISTANCE OF 879.00 FEET (TIE);

THENCE S 42°42'20" W, A DISTANCE OF 3243.02 FEET TO THE POINT OF BEGINNING, CONTAINING 42.46 ACRES OR 1,856,325 SQUARE FEET OF LAND, MORE OR LESS.

TRACT THREE:

BEING AN 50.079 ACRE TRACT OF LAND SITUATED IN SECTION 229, BLOCK 34, H. & T.C. RR. CO. SURVEY, ABSTRACT NO. 292, WARD COUNTY, TEXAS, AND BEING ALL OF A CALLED 10.000 ACRE TRACT OF LAND CONVEYED TO BOBBIE M. AVARY, AS RECORDED IN VOLUME 588, PAGE 398, OFFICIAL PUBLIC RECORDS, WARD COUNTY, TEXAS, AND BEING A 14.216 ACRE TRACT OUT OF A CALLED 135 ACRE TRACT OF LAND CONVEYED TO C. S. MAJORS, AS RECORDED IN VOLUME 33, PAGE 592, OFFICIAL PUBLIC RECORDS, WARD COUNTY, TEXAS, AND BEING A 25.863 ACRE TRACT OUT OF A CALLED 135 ACRE TRACT OF LAND CONVEYED TO THERESA WALKER & BOBIE AVARY, AS RECORDED IN VOLUME 511, PAGE 348, OFFICIAL PUBLIC RECORDS, WARD COUNTY, TEXAS. SAID 50.079 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT A 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" SET FOR THE SOUTHEAST CORNER OF SAID 50.079 ACRE TRACT, FROM SAID

CORNER A 1/2" CAPPED IRON ROD FOUND FOR THE SOUTHEAST CORNER OF SAID SECTION 229 BEARS S 47°22'12" E, A DISTANCE OF 823.42 FEET (TIE). SAID SET 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" BEING CALLED THE POINT OF BEGINNING AND HAVING A TEXAS COORDINATE SYSTEM OF 1983, CENTRAL ZONE (4203), STATE PLANE COORDINATE OF N: 10526729.26, E: 1325676.09 FEET, FOR REFERENCE.

THENCE N 47°22'21" W, A DISTANCE OF 1114.22 FEET TO A 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" SET FOR THE SOUTHWEST CORNER OF SAID 50.079 ACRE TRACT FROM WHICH A FOUND 1" IRON ROD BEARS S 42°42'20" W, A DISTANCE OF 2.21 FEET (TIE);

THENCE N 42°42'20" E, PASSING A FOUND 1/2" IRON ROD AT A DISTANCE OF 736.04 FEET AND CONTINUING FOR A TOTAL DISTANCE OF 1838.10 FEET TO A 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" SET FOR THE NORTHWEST CORNER OF SAID 50.079 ACRE TRACT;

THENCE S 59°29'33" E, A DISTANCE OF 1139.96 FEET TO A 1/2" CAPPED IRON ROD STAMPED "TRANSGLOBAL SERVICES" SET FOR THE NORTHEAST CORNER OF SAID 50.079 ACRE TRACT;

THENCE S 42°42'20" W, A DISTANCE OF 2077.50 FEET TO THE POINT OF BEGINNING, CONTAINING 50.079 ACRES OR 2,181,428 SQUARE FEET OF LAND, MORE OR LESS.